

Attachment A
Designated Contact Persons

US TelePacific Corp. d/b/a TelePacific Communications

Designated contact persons for:

a. issues related to processing this application:

name: Lance J.M. Steinhart
title: Regulatory Counsel
mailing address: 6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
telephone number: 770-232-9200
facsimile number: 770-232-9208
e-mail address: lsteinhart@telecomcounsel.com

b. consumer issues

name: Vicky Rifkin
title: Customer Service Manager
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3202
facsimile number: 213-213-3104
e-mail address: vrifkin@telepacific.com

c. customer complaint resolution

name: Vicky Rifkin
title: Customer Service Manager
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3202
facsimile number: 213-213-3104
e-mail address: vrifkin@telepacific.com

d. technical and service quality issues

name: Jane Delahanty
title: Assistant Secretary
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3288
facsimile number: 213-213-3100
e-mail address: jdelahanty@telepacific.com

e. "tariff" and pricing issues

name: Jane Delahanty
title: Assistant Secretary
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3288
facsimile number: 213-213-3100
e-mail address: jdelahanty@telepacific.com

f. 9-1-1 issues

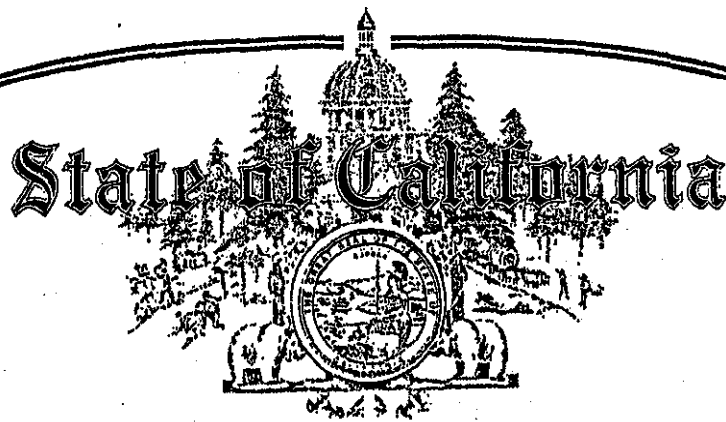
name: Jane Delahanty
title: Assistant Secretary
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3288
facsimile number: 213-213-3100
e-mail address: jdelahanty@telepacific.com

g. Security/law enforcement

name: Jane Delahanty
title: Assistant Secretary
mailing address: 515 S. Flower Street; 49th Street
Los Angeles, CA 90071
telephone number: 213-213-3288
facsimile number: 213-213-3100
e-mail address: jdelahanty@telepacific.com

Attachment B - Article of Incorporation and Certificate of Authority

See Attached



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 3:52

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of July, 19 96,

U.S. TELEPACIFIC CORP.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

January 24, 2000.



Bill Jones

Secretary of State



State of California

SECRETARY OF STATE

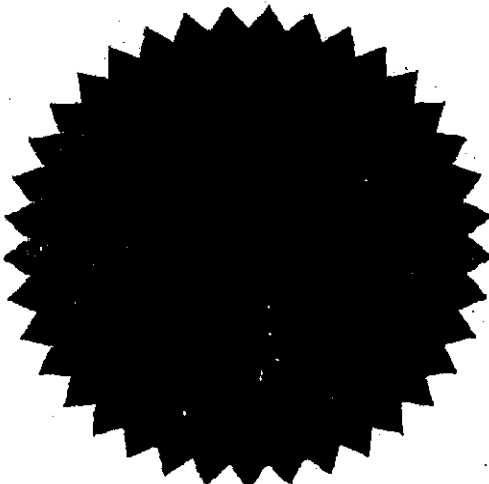


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 9 1997



Secretary of State

State of California



SECRETARY OF STATE

I. *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 17 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

per



Bill Jones

Secretary of State

FILED NGP
In the office of the Secretary of State
of the State of California
NOV 2 1999

1974331
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
U.S. TELEPACIFIC CORP.
a California corporation

Bill Jones
BILL JONES, Secretary of State

The undersigned, David P. Glickman and Kirstin Gooldy, hereby certify that:

1. They are the Chief Executive Officer and Assistant Secretary, respectively, of U.S. TelePacific Corp. (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

ARTICLE I.

The name of the Corporation is U.S. TelePacific Corp.

ARTICLE II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III.

Section A. Authorized Capital. The Corporation shall be authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have authority to issue is One Hundred Million Four Hundred Fifteen (100,000,415); the total number of shares of Preferred Stock shall be Four Hundred Fifteen (415); and the total number of shares of Common Stock shall be One Hundred Million (100,000,000).

Section B. Preferred Stock. The Preferred Stock shall be divided into series. The first series shall consist of Two Hundred Fifty (250) shares and shall be designated "Series A Preferred Stock" and the second series shall consist of One Hundred Sixty-Five (165) shares and shall be designated "Series B Preferred Stock."

Section C. The powers, preferences, rights, restrictions and other matters relating to the Preferred Stock are as follows:

1. **Dividend Rights**

A. The holders of record of the Series A Preferred Stock (collectively, the "Series A Holders," and individually, a "Series A Holder") and the holders of record of the Series B Preferred Stock (collectively, the "Series B Holders," individually, a "Series B Holder" and collectively with the Series A Holders, the "Preferred Holders") of the Corporation shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation (the "Board"), out of the funds of the Corporation legally available therefor, a cumulative cash dividend (the "Preferred Stock Dividend") at a simple interest rate of 10% of the Funded Portion (as specified below) of the Liquidation Value (as specified below) per share per annum, payable upon a conversion, liquidation or redemption of each share of Series A Preferred Stock (each, a "Series A Preferred Share") and each share of Series B Preferred Stock (each, a "Series B Preferred Share" and collectively with the Series A Preferred Shares, the "Preferred Shares"). The Funded Portion means with respect to the Series A Preferred Shares and the Series B Preferred Shares, respectively, the amount of consideration paid for such shares in accordance with the terms of the Preferred Stock Purchase Agreement, dated as of April 14, 1999 (as amended, modified or restated from time to time), between the Corporation and the Series A Holders or the Series B Preferred Stock Purchase Agreement, dated as of November 9, 1999 (as amended, modified or restated from time to time), between the Corporation and the Series B Holders, respectively, and as shown from time to time on the certificate(s) representing the Series A Preferred Shares or the Series B Preferred Shares, as the case may be. The Liquidation Value will be \$100,000 (or such lesser Funded Portion) per share. Preferred Stock Dividends will accrue on the Funded Portion of each Preferred Share on a quarterly basis (pro rata for periods shorter than a full quarter) from and excluding the date of payment by a Preferred Holder for such portion of the Preferred Share to and including the date of payment of the Preferred Stock Dividends on such Preferred Share, whether or not such Preferred Stock Dividends have been declared from time to time and whether or not there are funds of the Corporation legally available from time to time for the payment of the Preferred Stock Dividends.

B. If the funds of the Corporation legally available for payment of Preferred Stock Dividends on any date when such dividends are payable are insufficient to pay the total amount of Preferred Stock Dividends then accrued with respect to the Series A Preferred Stock or the Series B Preferred Stock, or if the Corporation is prohibited from paying such Preferred Stock Dividends by applicable law or by any contract or agreement, including, but not limited to, any loan agreement, to which the Corporation is a party, the Corporation will use those funds legally available and not so prohibited for the payment of any such Preferred Stock Dividends. Subject to Section C.5.F., on such date as additional funds of the Corporation are legally available for the payment of such Preferred Stock Dividends, or such prohibition no longer applies, such funds will be used to pay accrued and unpaid Preferred Stock Dividends.

C. Upon a Qualified Initial Public Offering (as defined below), the Corporation may elect to pay accrued and unpaid Preferred Stock Dividends to Series A Holders in Series A Preferred Shares and to Series B Holders in Series B Preferred Shares (with each Series A

Preferred Share and each Series B Preferred Share valued at the Liquidation Value), except that no fractional Series A Preferred Shares or Series B Preferred Shares may be issued for such purpose. After the initial issuance of Series A Preferred Shares and Series B Preferred Shares by the Corporation, the Corporation may not issue any Series A Preferred Shares other than to Series A Holders, or Series B Preferred Shares other than to Series B Holders, in accordance with the preceding sentence.

D. Accrued and unpaid Preferred Stock Dividends on Preferred Shares will not bear interest prior to the date such Preferred Stock Dividends are due and payable. After accrued and unpaid Preferred Stock Dividends on Preferred Shares become due and payable, such accrued and unpaid Preferred Stock Dividends will bear interest at a rate of the lesser of 12% per annum or the highest amount permitted by applicable law. Preferred Stock Dividends paid on the Preferred Shares in an amount less than the total amount of such Preferred Stock Dividends at the time accrued and payable on such shares shall be allocated pro rata among the Series A Holders and the Series B Holders with respect to dividends based on the amount of Preferred Stock Dividends due to each such holder. The Board may fix a record date for the determination of holders of Preferred Shares entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

2. Voting Rights

A. Except as provided by applicable law or as provided herein, the Series A Preferred Stock, the Series B Preferred Stock and any other class of stock of the Corporation having voting rights shall vote together as one class. On all matters that do not require the Preferred Holders to vote as a single class, each Preferred Holder will be entitled to the number of votes that such Preferred Holder would have if such Preferred Holder were to convert such Preferred Holder's Preferred Shares immediately prior to the applicable vote. Fractional votes will not be permitted and any resulting fractional voting rights (after determining the total number of votes such Preferred Holder is entitled to if such Preferred Holder had converted all of such Preferred Holder's Preferred Shares) will be rounded to the nearest whole number (with one-half being rounded upward).

B. The Preferred Holders are entitled to receive notice of all meetings of the stockholders of the Corporation to the same extent and in the same manner as the holders of the common stock of the Corporation ("Common Stock").

C. The Board will consist of nine members.

3. Certain Restrictions

A. So long as Preferred Shares are outstanding, the Corporation may not take any of the following actions without first obtaining the consent of the holders of 66 2/3% of the Preferred Shares:

i. alter the terms or rights of the Series A Preferred Stock or the Series B Preferred Stock or any agreement affecting the rights of the Series A Holders or Series B Holders;

ii. issue any new equity securities (other than pursuant to employee incentive plans previously approved by the Board); provided, however, that the Corporation may engage in a Qualified Initial Public Offering without the consent of any Preferred Holders, subject to the terms hereof. A "Qualified Initial Public Offering" is an initial public offering of Common Stock that (a) if effected before April 12, 2000, will result in net proceeds to the Corporation of at least \$20 million and is led by a Qualified Underwriter or (b) if effected after April 12, 2000 but before April 12, 2005, is led by underwriters that in good faith have established a price range for a share of Common Stock that is reflected in the Corporation's first registration statement filing with the Securities and Exchange Commission showing the price range for a share of Common Stock and that allows the Preferred Holders to earn the Requisite Internal Rate of Return if the low end of such price range (the "Low Price") is used to determine the Liquidation Proceeds. The Corporation may not execute an underwriting agreement for an offering pursuant to clause (b) above that contains an initial public offering price that is below 80% of the Low Price without the consent of 66 2/3% of the Preferred Holders. A "Qualified Underwriter" is any of the following: Lehman Brothers, Goldman Sachs & Co., Donaldson, Lufkin & Jenrette Securities Corporation, Bear, Stearns & Co. Inc., NationsBanc Montgomery Securities LLC, Hambrecht & Quist, BT Alex. Brown, Allen & Co., BancBoston Robertson Stephens, J.P. Morgan & Co., Merrill Lynch & Co., Morgan Stanley Dean Witter, CIBC Oppenheimer Corp., CitiGroup (Salomon Brothers), Credit Suisse First Boston or any other underwriter approved by 66 2/3% of the Preferred Holders.

iii. merge, consolidate, or sell all or substantially all of the assets of the Corporation provided, however, a transaction whereby the holders of all Preferred Shares receive at least their Liquidation Preference (as defined below) shall require approval by only a majority of the Preferred Holders;

iv. amend the Corporation's Articles or By-laws;

v. amend the budget for such quarter previously approved by the Board;

vi. enter into any business outside of the Core Business or otherwise expend any material amount of time, effort, or funds in connection therewith. "Core Business" means providing voice, data, or video services reasonably comparable to services provided in California or Nevada by the Corporation's primary competitors and excludes paging, cell phone resales, and company-owned pay phones;

vii. declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock or Series B Preferred Stock;

viii. declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock or Series B Preferred Stock, except dividends paid ratably on the Series A Preferred Stock, the Series B Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

ix. redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock or Series B Preferred Stock; provided, however, that the Corporation may at any time (a) redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock and Series B Preferred Stock or (b) subject to approval by the Board, repurchase from employees of the Corporation shares of Common Stock pursuant to the terms of restricted stock, stock option or employment agreements upon termination of their employment with the Corporation; or

x. redeem or purchase or otherwise acquire for consideration any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock or Series B Preferred Stock, except redemptions made ratably of the Series A Preferred Stock, the Series B Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are then entitled.

B. The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Section C.3.A., purchase or otherwise acquire such shares at such time and in such manner.

C. So long as Preferred Shares are outstanding, the Corporation may not take any of the following actions without first delivering 72 hours prior written notice to the Preferred Holders and obtaining Board approval:

i.. incur cumulative indebtedness over \$500,000;

ii. sell any asset or group of related assets outside the ordinary course of business in excess of \$250,000 in one or a series of transactions;

iii. enter into any transactions with an Affiliate (as defined below); provided, that the Corporation may enter into the Reciprocal Telecommunications Services Agreement,

dated on or about April 14, 1999, with Justice Technology Corporation, a California corporation; and provided, further, that the Corporation may enter into transactions with Affiliates so long as such transactions cumulatively since April 14, 1999 do not involve amounts in excess of \$50,000, excluding for such purposes any transactions entered into pursuant to the immediately preceding proviso. "Affiliate" means any entity or individual directly or indirectly controlling or controlled by the Corporation or under direct or indirect common control with the Corporation (other than wholly-owned subsidiaries of the Corporation); or

iv. adopt or materially change its annual business plan or budget.

4. Liquidation, Dissolution or Winding-Up

A. In the event of the liquidation, dissolution, winding-up, sale or other disposition of all or substantially all of the assets of the Corporation, whether voluntary or involuntary, a merger in which the Corporation is not the surviving corporation, or a merger in which the Corporation is the surviving corporation and after which the security holders of the Corporation prior to such merger fail to control more than 50% of the voting power of the Corporation after such merger ("Liquidation"), the holders of 66 2/3% of the Preferred Shares will have the option (exercisable in accordance with Section C.4.B.) to cause the Corporation to redeem the outstanding Preferred Shares, after payment of or provision for payment of the debts and other liabilities of the Corporation, for cash or any other assets of the Corporation in an amount (or having a fair market value) equal to \$100,000 per share (or such lesser Funded Portion) plus all accrued but unpaid Preferred Stock Dividends up to and including the date of Liquidation (the "Liquidation Preference"); provided, however, a transaction whereby the holders of all Preferred Shares receive at least their Liquidation Preference shall require approval by only a majority of the Preferred Holders and; provided, further however, that non-cash consideration shall be payable only with the prior written consent of the holders of 66 2/3% of the Preferred Shares. Subject to the preceding proviso, the fair market value of any assets of the Corporation and the proportion of cash and other assets distributed by the Corporation to the holders of Preferred Shares shall be reasonably determined in good faith by the Board. If there are insufficient funds to pay the Liquidation Preference, payment will be allocated pro rata among the Preferred Holders based on the amount such Preferred Holder has a right to receive.

B. The Corporation will deliver to the Preferred Holders prompt notice of any Liquidation. For the 30-day period after the Preferred Holders receive such notice, the holders of 66 2/3% of the Preferred Shares will have the option to cause the Corporation to redeem the outstanding Preferred Shares for the Liquidation Preference by delivering written notice to the Corporation of the Preferred Holders' election to cause the redemption of such shares.

5. Conversion Rights

A. Right to Convert. Each Preferred Share shall be convertible at the option of any holder thereof at any time and from time to time from and after the date of issuance of such

Preferred Share. Upon conversion, each Preferred Share shall be convertible into the number of the Corporation's fully paid and nonassessable shares of Common Stock determined by dividing \$100,000 (or such lesser Funded Portion) by the Conversion Price applicable to such share, determined as herein provided, in effect on the date that the certificate is surrendered for conversion. If less than all of the Preferred Shares held by a Preferred Holder are to be converted, the Preferred Holder shall specify at the time of surrender of his or her Preferred Shares for conversion, the exact number to be converted.

B. Conversion Price. The "Conversion Price" for each Preferred Share shall initially be \$3.50 (the "Initial Conversion Price") and shall be subject to adjustments as provided herein. The Corporation must provide each Preferred Holder with a detailed computation of each adjustment to the Conversion Price made pursuant to Sections C.5.C., C.5.D., and C.5.E., including any recomputations pursuant to the last sentence of Section C.5.D.

C. Adjustments to Conversion Price on Stock Dividend, Stock Split, etc. The number of shares of Common Stock into which each Preferred Share may be converted shall be subject to adjustment in the event the Corporation shall at any time (i) establish a record date for the purpose of declaring any dividend on the Common Stock payable in shares of Common Stock, (ii) effect a subdivision or combination or consolidation of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, or (iii) increase or decrease the number of shares of Common Stock by reclassification. In such event, the number of shares of Common Stock to be received upon conversion shall be adjusted so that each Preferred Holder shall thereafter be entitled to receive for such Preferred Share the number of shares of Common Stock which such Preferred Holder would have owned and/or been entitled to receive upon the occurrence of an event or record date described above had the Preferred Share been converted immediately prior to the happening of the event or record date. The Conversion Price will be adjusted by dividing the Liquidation Value by such adjusted number of shares of Common Stock. Any such adjustment shall become effective immediately after the record date of such dividend or the effective date of such reclassification, subdivision, combination, or consolidation.

D. IRR Adjustment to Initial Conversion Price. Upon the occurrence of an IRR Event, the Initial Conversion Price of a series of Preferred Shares will be decreased to the highest price that allows the relevant series of Preferred Holders to earn the Requisite Internal Rate of Return (as defined below); provided, that the Initial Conversion Price may not be decreased below \$2.50. The Internal Rate of Return on each applicable series of Preferred Shares will be determined upon any event described in clause (i), (ii) or (iii) below. An "IRR Event" will occur: (i) with respect to all of the outstanding Preferred Shares, upon an initial public offering of Common Stock, a merger, or a sale of all or substantially all of the Corporation's assets, (ii) with respect to the Series A Preferred Stock, upon a sale of Rader Reinfrank Holdings No. 3 and its designees' ("RRCO") entire equity stake in the Corporation, or (iii) with respect to the Series B Preferred Stock, upon a sale of GE Capital Equity Investments, Inc. or its designees' ("GE Equity") entire equity stake in the Corporation (each, a "Trigger Event"), but only if the holders

of the applicable series of outstanding Preferred Shares fail to earn the Requisite Internal Rate of Return (as determined in accordance with Section C.5.D.v.) and only with respect to such series of outstanding Preferred Stock which shall fail to earn the Requisite Internal Rate of Return. If the Initial Conversion Price of a series is adjusted pursuant to this Section C.5.D., each adjustment to the Conversion Price of a series pursuant to Sections C.5.C. and C.5.E. will be recomputed using the Initial Conversion Price of such series as so adjusted, but in no event will the Conversion Price of such series be increased. For purposes hereof, a sale by RRCO or GE Equity will not be a Trigger Event unless such sale is made to an unaffiliated third party.

i. A Trigger Event will be deemed to occur on the date that (a) in the case of an initial public offering, the Corporation first files a registration statement for such offering, (b) in the case of a merger or sale by the Corporation, the Corporation executes a merger agreement or purchase agreement, as applicable, or (c) in the case of a sale by RRCO, as applied to the Series A Preferred Stock, or a sale by GE Equity, as applied to the Series B Preferred Stock, RRCO or GE Equity, as the case may be, executes a merger agreement or purchase agreement, as applicable. If a Trigger Event that gives rise to an adjustment is not consummated by the Corporation, RRCO, or GE Equity, as the case may be, any adjustments to the Initial Conversion Price on account of such a Trigger Event will be nullified, and the Initial Conversion Price will remain subject to adjustment upon a subsequent IRR Event.

ii. Any adjustments pursuant to this Section C.5.D. will be determined on the date that the Internal Rate of Return on each applicable Preferred Share is determined in accordance with Section C.5.D.iv. and shall be confirmed within three business days by delivery to the applicable Preferred Holders of a certificate from the Corporation's principal financial officer setting forth the average Internal Rate of Return for the applicable series of Preferred Shares, including supporting calculations. Upon the request of the holders of a majority of the applicable series of Preferred Shares, such financial information will be subject to review by the Corporation's independent auditors.

iii. The "Internal Rate of Return" on a Preferred Share means the lowest annual rate, which, when used to discount each cash flow on the Preferred Share to the closing date with respect to such Preferred Share (including draws, paid Preferred Stock Dividends and Liquidation Proceeds, but excluding any structuring fees or management fees that may be payable to certain Preferred Holders) makes the sum of such discounted cash flows equal to \$0. For the purposes of this definition, "Liquidation Proceeds" means (a) in the event of an initial public offering, the value of the shares issued upon conversion of the Preferred Shares priced at the Low Price, (b) in the event of a merger or sale of all or substantially all of the Corporation's assets, the fair market value of the per share consideration to be received as of the date of the merger or sale, (c) (i) as calculated with respect to the Series A Preferred Stock, in the event of a sale of RRCO's entire equity stake, the greater of (w) 80% of the fair market value of the shares sold by RRCO and (x) the consideration received by RRCO, or (ii) as calculated with respect to the Series B Preferred Stock, in the event of a sale of GE Equity's entire equity stake, the greater of (w) 80% of the fair market value of the shares sold by GE Equity and (x) the consideration

received by GE Equity. The fair market value of publicly traded shares received as consideration for a merger, sale of the Corporation's assets, sale of RRCO's equity stake, or sale of GE Equity's equity stake will be determined based on the average closing price of the shares to be received over the 20 trading days preceding the date that the merger price or sale price of the assets is determined by the Board or the effective date of the sale of shares, as the case may be. The fair market value of all other forms of consideration will be determined in good faith by the Board. The Internal Rate of Return on each Preferred Share will be computed as if the Liquidation Proceeds are received on (y) in the case of an initial public offering, the date 90 days after the Corporation first files a registration statement for such offering with the SEC, or (z) in the case of a merger or sale, the date 60 days after the date that the Corporation, RRCO or GE Equity, as the case may be, executes a merger agreement or purchase agreement, as applicable.

iv. The date for determining the Internal Rate of Return will be (a) for an initial public offering, the date that the Low Price is established, (b) for a merger, the date that the merger price is determined by the Board, (c) for a sale of RRCO's equity stake, the date that the sale price is determined, (d) for a sale of GE Equity's equity stake, the date that the sale price is determined, and (e) for a sale of all or substantially all of the Corporation's assets, the date that the purchase price is determined by the Board.

v. The Requisite Internal Rate of Return applicable to a Trigger Event will be the percentage set forth below opposite the applicable 12-month period. To determine whether a series of Preferred Holders have earned the Requisite Internal Rate of Return, an average of the Internal Rate of Return for each outstanding series of Preferred Shares will be computed and used for such purpose.

The Trigger Event occurs within the
corresponding 12 month period, with the
first period commencing on July 2, 1999
and concluding on July 1, 2000:

Requisite Internal Rate of Return on each
series of Preferred Shares:

First	150%
Second	100%
Third	75%
Fourth	50%
Fifth	45%
Sixth	40%

E. Adjustments to Conversion Price for Certain Diluting Issuances.

i. Definitions.

a. "Additional Shares of Common Stock" shall mean all shares of Common Stock or common stock equivalents issued (or, pursuant to Section C.5.E.iii., deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

- (1) upon conversion of shares of Preferred Stock;
- (2) as a dividend or distribution on Preferred Stock;
- (3) upon exercise or conversion of Options or Convertible Securities outstanding on the Original Issue Date or up to 1,000,000 shares issuable pursuant to Options or Convertible Securities granted pursuant to employee benefit plans approved by the Board after the date hereof; or
- (4) for which adjustment of the Conversion Price is made pursuant to Section C.5.C or C.5.D.

b. "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

c. "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire Common Stock, Preferred Stock, or Convertible Securities or the right to acquire options or warrants for any of the foregoing.

d. "Original Issue Date" shall mean the date on which the Corporation first issued a share of Series B Preferred Stock.

ii. Adjustment only if Consideration is Less than Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section C.5.E.v. hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issuance.

iii. Deemed Issuance of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Original Issue Date issues any Options or Convertible Securities or fixes a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum

number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options for Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issuance or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

a. no further adjustments in the Conversion Price shall be made upon the subsequent issuance of such Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

b. if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Option or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock);

c. upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that have not been exercised, the Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration that the Corporation actually received for the issuance of all such Options, whether or not exercised, plus the consideration that the Corporation actually received upon such exercise, or for the issuance of all such Convertible Securities which were actually converted or exchanged; and

(2) in the case of Options for Convertible Securities, only the Convertible Securities actually issued upon the exercise thereof were issued at the time of issuance of such Options, and the consideration that the Corporation received for the Additional Shares of Common Stock deemed to have been then issued was the consideration that the Corporation actually received for the issuance of all such Options, whether or not exercised, plus

the consideration that the Corporation is deemed to have received (as determined under Section C.5.E.v.) upon the issuance of the Convertible Securities or with respect to which such Options were actually received; and

(3) in the case of any Options which expire by their terms not more than 30 days after the date of issuance thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options.

iv. Adjustments to Conversion Price. If the Corporation, at any time after the Original Issue Date, issues Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C.5.E.iii.) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price will be reduced, concurrently with such issue, to the price per share of the Additional Shares of Common Stock.

v. Determination of Consideration. For the purposes of Section C.5.E., the consideration that the Corporation receives for the issuance of any Additional Shares of Common Stock shall be computed as follows:

a. Cash and Property. Except as modified by Section C.5.E.v.b. with respect to Options and Convertible Securities, such consideration will:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash that the Corporation received, excluding amounts paid or payable for accrued interest or accrued dividends;

(2) insofar as it consists of publicly traded securities, be computed based upon the average closing price of such securities for the twenty consecutive trading days preceding the day on which the Corporation receives such consideration;

(3) insofar as it consists of property other than cash or publicly traded securities, be computed at the fair market value thereof at the time of such issuance, as determined in good faith by the Board; and

(4) in the event that Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in the preceding clauses, as determined in good faith by the Board.

b. Options and Convertible Securities. The consideration per share ("CPS") that the Corporation receives for Additional Shares of Common Stock deemed to have been issued pursuant to Section C.5.E.iii., relating to Options and Convertible Securities shall be determined by the following equation:

$$\text{CPS} = \frac{\text{TCR} + \text{MAC}}{\text{MNS}}$$

where:

"TCR" = the total amount, if any, that the Corporation receives or received as consideration for the issuance of such Options or Convertible Securities;

"MAC" = the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities; and

"MNS" = the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

F. Conversion Method. Before a Preferred Holder is entitled to convert the same into shares of Common Stock, such Preferred Holder shall surrender the certificate or certificates therefor, duly endorsed in blank, at the office of the transfer agent for the Corporation's Common Stock and shall give written notice by mail, postage prepaid, to the Corporation at its executive corporate office, of the election to convert the same. The certificate or certificates for shares of Common Stock shall be issued only in the name of the person surrendering the certificate or certificates of Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such Preferred Holder, or to the nominee or nominees of such Preferred Holder, (i) a certificate or certificates for the number of shares of Common Stock to which such Preferred Holder shall be entitled as aforesaid and (ii) a new certificate for any remaining Preferred Shares evidenced by a surrendered certificate but not converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and such Preferred Holder shall be treated for all purposes as the record holder of such shares of Common Stock as of such date. If there are Preferred Stock Dividends accrued but not paid up to the date of conversion, the Corporation shall pay such Preferred Holder such Preferred Stock Dividends in cash, subject to the Corporation's right under Section C.I.C., on the date of the conversion; subject to any restrictions applicable under state law in the state of the Corporation's incorporation and to the provisions of any contract or agreement, including, but not limited to any loan agreement, to which the Corporation is a party; provided, however, that if the Corporation shall be unable to pay any such Preferred Stock Dividends as a result of such restrictions, the Preferred Holder, upon written notice to the Corporation given within thirty (30) days following the date of conversion, shall be entitled to convert all, but not less than all, of such accrued but unpaid

Preferred Stock Dividends into such whole number of additional shares of Common Stock determined by dividing (x) the amount of such accrued but unpaid Preferred Stock Dividends by (y) the Conversion Price then in effect.

G. Fractional Shares of Common Stock. No fractional shares of Common Stock or scrip shall be issued upon conversion of Preferred Stock. Instead of any fractional shares of Common Stock which otherwise would be issuable upon conversion of any Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest based upon the fair market value (if Common Stock is publicly traded on a national exchange, based on the closing price for a share of Common Stock on such exchange on the date of conversion and if not publicly traded, as determined in good faith by the Board) of a share of Common Stock.

H. Taxes. All shares of Common Stock issued upon conversion of Preferred Stock will be validly issued, fully paid and nonassessable. The Corporation shall pay any and all documentary stamp or similar issuance or transfer taxes that may be payable in respect of any issuance or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto.

I. Surrendered Preferred Stock. All certificates representing Preferred Stock surrendered for conversion or redemption shall be appropriately canceled on the books of the Corporation and the Preferred Stock so converted or redeemed represented by such certificates shall be restored to the status of authorized but unissued Preferred Stock.

J. Available Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect a conversion of all outstanding Preferred Stock under Section C.5.A., and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding Preferred Stock, the Corporation shall promptly take such corporate action as may, in the opinion of its counsel and subject to any necessary approval of its stockholders, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Mandatory Redemption

On April 12, 2005 (the "Redemption Date"), out of funds of the Corporation legally available therefor, the Corporation must redeem each Preferred Share for a cash amount equal to the Liquidation Preference of such share.

A. Notice of Redemption. Notice of redemption of Preferred Shares shall be mailed by first class mail, postage prepaid, addressed to the Preferred Holders at each Preferred Holder's address as it appears on the books of the Corporation and shall set forth the place at which such

Preferred Holder may obtain payment and surrender such Preferred Holder's certificates representing the Preferred Shares redeemed. Such mailing must be given at least 30 days prior to the Redemption Date. Any notice which is mailed in the manner herein provided for shall be conclusively presumed to have been duly given, whether or not the Preferred Holders receive such notice.

B. Rights upon Redemption. If notice of redemption is duly given, and if, on or before the Redemption Date, all funds necessary for such redemption are set aside by the Corporation, separate and apart from its other funds, in trust for the benefit of the Preferred Holders, so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares so called for redemption are not surrendered for cancellation, all shares so called for redemption will no longer be deemed outstanding on and after such Redemption Date, and all rights with respect to such shares shall forthwith on such Redemption Date cease and terminate, except only the right of the Preferred Holders to receive the amount payable on redemption thereof, without interest. If there are insufficient legally available funds to redeem all the Preferred Shares, payment will be allocated pro rata among the Preferred Holders based on the amount such Preferred Holder has a right to receive. Any funds so set aside by the Corporation and unclaimed by the second anniversary of the Redemption Date shall revert to the general funds of the Corporation.

C. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued, and such shares shall be canceled, retired and eliminated from the shares which the Company shall be authorized to issue.

7. Consolidation, Merger, etc.

If the Corporation enters into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, if the Preferred Shares are not redeemed pursuant to Section C.6, then in any such case the Preferred Stock will be convertible into the same kind and amounts of stock, securities, cash and/or any other property (payable in kind), as the case may be, which were issuable or distributable upon such event to holders of the number of shares of Common Stock into which the Preferred Stock might have been converted immediately prior to such event. Other than as set forth in the preceding sentence, the Preferred Stock will continue to be outstanding on the same terms and conditions as set forth herein, except that if the Corporation does not exist after such event, the successor corporation will issue to the Preferred Holders securities with the same rights, preferences and privileges as the Preferred Stock with the same amount of accrued and unpaid dividends owing to each Preferred Holder on such securities as is owed to such Preferred Holder on such Preferred Holder's Preferred Shares.

8. Preemptive Rights

The Preferred Holders have the right to purchase from the Corporation their pro rata share (based on their beneficial ownership of Common Stock) of any new issues of equity or equity-linked securities or Convertible Securities on the same terms and conditions as are available to other investors. The Corporation must give notice of any such new issues, including the material terms thereof, to the Preferred Holders, and each Preferred Holder will have 20 days from the date such notice is delivered to such Preferred Holder to elect to exercise such Preferred Holder's rights under this provision. This provision does not apply to issues of equity or equity-linked securities or Convertible Securities pursuant to employee incentive plans previously approved by the Board.

9. Rank

The Series A Preferred Stock and the Series B Preferred Stock shall rank pari passu in all respects including, without limitation, as to dividends or upon liquidation, dissolution or winding up. The Preferred Stock shall rank (i) senior to all Common Stock of the Corporation and (ii) senior to any other equity securities of the Corporation that by their terms are not made senior to or on a parity with the Preferred Stock. The Corporation shall not issue equity securities that by their terms are made senior, either as to dividends or upon Liquidation, to the Series A Preferred Stock or the Series B Preferred Stock without the prior written consent of the holders of 66 2/3% of the Preferred Shares.

ARTICLE IV.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V.


The Corporation is authorized to indemnify the directors, officers, employees and agents of the Corporation to the fullest extent permissible under California law.

1 The foregoing Amendment and Restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

2 The foregoing Amendment and Restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Common Stock of the Corporation is 10,722,622. The total number of outstanding shares of Series A Convertible Preferred Stock of the Corporation is 150. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of the Series A Convertible Preferred Stock, each voting as a separate class. The number of shares voting in favor of the amendment equaled or exceeded the vote required.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: November 9, 1999



David P. Glickman, Chief Executive Officer

Date: November 9, 1999



Kirstin Gooldy, Assistant Secretary



1974331

FILED 8
in the office of the Secretary of State
of the State of California

JUL 17 1956

Bill Jones
W. JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

Justice Long Distance Corp.

I

The name of this corporation is Justice Long Distance Corp.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Lillian Su
202-B Illinois St.
El Segundo, CA 92045

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 100,000,000.

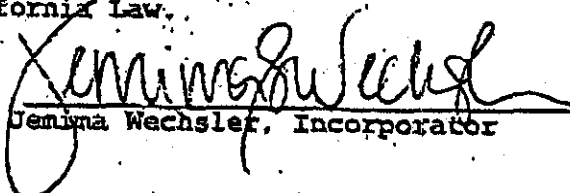
V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California Law.

Dated: 7/17


Gemma Wechsler, Incorporator

File Number 6087-429-8

2000R05054

02-09-2000 12:38 PM

SANGAMON COUNTY
ILLINOIS

16.00
5 ROSIE

MARY ANN LAMM
SANGAMON COUNTY RECORDER

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

U.S. TELEPACIFIC CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

An Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this
day of FEBRUARY A.D. 3RD and of
the Independence of the United States the two
hundred and 24TH 2000



Jesse White

Secretary of State



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 3, 2000

6087-429-8

CSC
P.O. BOX 2496
SPRINGFIELD, IL 62705

RE U.S. TELEPACIFIC CORP.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**

(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

FEB 3 2000

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of StateDate 02/13/00
License Fee \$ 1,414.28
Franchise Tax \$ 75.00
Filing Fee \$ 75.00
Penalties \$ 0.00
Approved: mn \$1,489.28Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."1. (a) CORPORATE NAME: U.S. TELEPACIFIC CORP.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: California(b) Date of Incorporation: 7/17/96(c) Period of Duration: Perpetual3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)515 S. Flower St.49th FloorLos Angeles, CA 90071None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent

Illinois Corporation Service CompanyFirst NameMiddle NameLast Name

Registered Office

700 South Second StreetNumberStreetSuite #Springfield62704SangamonCityZip CodeCounty

6. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Oregon, Washington, Arizona, Texas, Colorado

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director				
Director	See attached officers/directors rider			
Director				

If more than 3, attach list

File Number 6087-429-8

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
U.S. TELEPACIFIC CORP.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3RD
day of FEBRUARY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



C-212.3

Jesse White

Secretary of State

TELEPACIFIC COMMUNICATIONS
515 SOUTH FLOWER STREET, 49TH FLOOR
LOS ANGELES, CALIFORNIA 90071-2201
213-213-3000 (Main) -----213-213-3100 (Main Fax)

BOARD OF DIRECTORS

Mr. David Flaum
President and CEO
Flaum Management
39 State Street, Suite 400
Rochester, NY 14614

Mr. David Glickman
Chairman and CEO
TelePacific Communications
515 S. Flower Street, 49th Floor
Los Angeles, CA 90071-2201

Mr. Robert Gordon
Director of Business Development
Cisco System
170 W. Tasman Drive
San Jose, CA 95134

Mr. R. Rudolph Reinfrank
Managing General Partner
Rader Reinfrank & Co., LLC.
9465 Wilshire Blvd., Suite 950
Beverly Hills, CA 90212

Currently 1 Open Board Seat

Mr. Joshua Gutfreund
Partner
Rader Reinfrank & Co., LLC.
9465 Wilshire Blvd., Suite 950
Beverly Hills, CA 90212

Gov. Pete Wilson
360 North Crescent Drive
Beverly Hills, CA 90210

Mr. Steve Rader
Managing General Partner
Rader Reinfrank & Co., LLC.
9465 Wilshire Blvd., Suite 950
Beverly Hills, CA 90212

Mr. Michael Tennenbaum
Managing Member
Tennenbaum & Co., LLC
11100 Santa Monica Blvd., Suite 210
Los Angeles, CA 90025

Form **BCA-4.15/4.20**

(Rev. Jan. 1999)

**APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME**

File # 6087-429-8

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
http://www.sos.state.il.us

Remit payment in check or money
order, payable to "Secretary of State".

FILED

MAR 20 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 3/20/00
Filing Fee \$167.50
Approved: [Signature]

1. CORPORATE NAME: U.S. TelePacific Corp.
2. State or Country of Incorporation: California
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 3, 2000
(Month & Day) (Year)
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. The corporation intends to adopt and to transact business under the assumed corporate name of:
TelePacific Communications
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 7, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)
(Complete No. 6 if changing or cancelling an assumed corporate name.)
6. The corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated March, 16, 2000
(Month & Day) (Year)

attested by Kirstin Gooldy
(Signature of Secretary or Assistant Secretary)

Kirstin Gooldy, Secretary
(Type or Print Name and Title)

TelePacific
U.S. TelePacific Corp.
(Exact Name of Corporation)

by Philip Puccio
(Signature of President or Vice President)

Philip Puccio
(Type or Print Name and Title)

Executive Vice President

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

The fee to change an assumed name is \$25.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 20, 2000

6087-429-8

ILL CORPORATION SERVICE CO
700 SOUTH SECOND STREET
SPRINGFIELD, ILLINOIS 62704-0000

RE U.S. TELEPACIFIC CORP.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD